

**Schedule 3 to the Seidel Declaration**

**Schedule of Checklist Parties that Butzel Long Represents and/or has Formerly Represented**

**NOTE:** Except as specifically noted in Schedule 2, based upon the review described in the Seidel Declaration, Butzel Long does not represent, and has not represented, the parties set forth below in matters involving GM or its affiliates. None of the parties noted on this schedule comprised more than 1% of Butzel Long's revenue during 2008, except for Johnson Controls, Inc. (1.96%).

<b>A. Checklist Parties that are current Butzel Long clients</b>	
<b>Interested Party</b>	<b>Relationship to Debtor</b>
Advics North America	Additional Creditors
Aisin Holdings of America, Inc.	Additional Creditors
Alice M. Osburn	Former Officer of Saturn, LLC
Allianz	Insurance Provider
American Axle & Mfg Inc	Top 100 Unsecured Creditor
AP Plasman Corp.	Top 100 Suppliers
Arvinmeritor Inc.	Top 100 Suppliers
Borg Warner Automotive Inc	Top 100 Unsecured Creditors
Bridgestone/Firestone Inc	Top 100 Unsecured Creditor
Bridgewater Interiors LLC	Top 100 Unsecured Creditor
Chrysler LLC	Affiliation of Kent Kresa
Compact Power, Inc.	Strategic Alliance
Continental Tire	Top 100 Unsecured Creditors
Cooper Standard Automotive	Top 100 Unsecured Creditor
Delphi	Top 100 Unsecured Creditor, Major Customer
Denso Corp.	Top 100 Suppliers
Denso International America Inc	Top 100 Unsecured Creditors
Director of the Educational Broadcasting Corporation (Thirteen WNET/New York)	Affiliations of Philip A. Laskawy
Dmax, Ltd.	Joint Venture
DTE Energy	Utility Company
DTE Energy Services Inc	Counterparty to Major Contracts, Utility Company
Exxon Mobil Oil Corp	Top 100 Unsecured Creditor
Faurecia Automotive	Top 100 Unsecured Creditor
Federal Mogul Corp	Top 100 Unsecured Creditor
Fidelity Investments	Top 100 Unsecured Creditor
Fifth Third Bank	Major Secured Lender

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Freudenberg-NOK General Partnership	Strategic Alliance
GKN Plc	Top 100 Suppliers
Goodyear Tire & Rubber Co.	Top 100 Suppliers
Guardian Industries Corp.	Top 100 Suppliers
Hitachi Automotive Products (USA), Inc.	Additional Creditors
Hitachi Ltd.	Top 100 Suppliers
Hitachi, Ltd. Automotive Systems	Additional Creditors
Inteva Products LLC	Top 100 Unsecured Creditors
John F. Kennedy Center For The Performing Arts	Affiliations of E. Neville Isdell
Johnson Controls Inc.	Top 100 Suppliers
JTEKT Automotive Tennessee-Vonore	Top 100 Unsecured Creditors
Marsh Inc.	Insurance Provider
Martinrea International Inc.	Top 100 Suppliers
Michigan Strategic Fund	Counterparty to Major Contracts
Penske Automotive Group, Inc.	Major Customer
Penske Corporation	Counterparties to Major Contracts
Pfizer Inc.	Affiliations of Karen L. Katen
Ray G. Young	Current Officer of General Motors Corporation
Sabo USA	Additional Creditors
Sonic Automotive Inc.	Major Customer
Sumitomo Electric Industries Ltd.	Top 100 Suppliers
The Home Depot, Inc	Affiliation of Karen L. Katen
Thomas G. Stephens	Current Officer of General Motors Corporation
TI Automotive Ltd.	Top 100 Suppliers
TK Holdings Inc	Top 100 Unsecured Creditor
Tomkins Plc	Top 100 Suppliers
Troy A. Clarke	Current Officer of General Motors Corporation
TRW Automotive Holdings Corp.	Top 100 Suppliers
TRW Vehicle Safety Systems	Top 100 Unsecured Creditors
U.S. Bank N.A.	Indenture Trustee
Valeo	Top 100 Suppliers
Van Buren Charter Township	Utility Company
Visteon Corp.	Top 100 Suppliers
Wayne (County of)	Utility Company
Xerox Corp.	Affiliation of Erroll B. Davis, Jr.
Yazaki Corp.	Top 100 Suppliers

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Yazaki North America Inc	Top 100 Unsecured Creditors
Ypsilanti Comm Utils Auth	Utility Company

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<b>B. Checklist Parties that are former Butzel Long clients</b>	
<b>Interested Party</b>	<b>Relationship to Debtor</b>
A G Simpson Automotive Inc	Top 100 Unsecured Creditor
AG Edwards Inc.	Professionals Employed
Android Industries LLC	Top 100 Unsecured Creditor
Arthur Andersen	Professionals Employed
Benteler Automotive	Top 100 Unsecured Creditor
Bo I. Andersson	Former Officer of General Motors Corporation
City of Fort Wayne, Indiana	Counterparty to Major Contracts
David W. Meline	Other Key Executive or Professional of Affiliates
Deloitte & Touche	Retention Applicant
Deloitte LLP	Professionals Employed
Director of Dance Theater Foundation (Alvin Ailey American Dance Theater)	Affiliations of Philip A. Laskawy
Enrico Digirolamo, Jr.	Former member of Board of Directors of Saturn Distribution Corp.
Frederick A. Henderson	Current Officer of General Motors Corporation
Friendly Motors, Inc.	North American Dealership
Health Alliance Plan	Top 100 Unsecured Creditors
Intertec Systems, L.L.C.	Additional Creditors
Intier Automotive Interiors of America, Inc.	Additional Creditors
KPMG	Professionals Employed
Lear Corporation	Top 100 Unsecured Creditor
Merrill Lynch & Co. Inc.	Affiliations of Armando M. Codina, Professionals Employed
Morgan Stanley	Major Secured Lender
Morgan Stanley & Co. Incorporated	Underwriting Investment Banks
Morgan Stanley and Co.	Underwriting Investment Bank for GM Securities
Noble International Ltd.	Top 100 Suppliers
Pontiac (City of)	Utility Company
Quantum Fuel Systems Technologies Worldwide Inc.	Strategic Alliance
Scepter Holdings Inc.	Largest 50 Bondholders
St. Clair County	Utility Company
SunTrust Banks Inc.	Affiliations of E. Neville Isdell

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Temic Automotive Of North	Top 100 Unsecured Creditor
Texas Instruments, Inc.	Affiliations of Eckhard Pfeiffer
Textron / Kautex	Top 100 Unsecured Creditor
Travelers	Insurance Provider
UBS AG	Major Secured Lender
UBS Securities LLC	Underwriting Investment Banks
United Solar Ovonic Corp.	Major Customer
Valeo Sistemas Electricos S.L.	Top 100 Unsecured Creditors
Verizon	Utility Company
Verizon Communications	Utility Company
W. Y. Campbell & Company	Professionals Employed
Wachovia Corporation	Affiliation of Erskine B. Bowles
Webasto Ag	Top 100 Suppliers

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<b>C. Checklist Parties whose affiliates are current or former clients of Butzel Long</b>	
<b>Interested Party</b>	<b>Relationship to Debtor</b>
AIG	Insurance Provider
AIG Global Investment Group Inc.	Largest 50 Bondholders
AIG Vantage Capital LP	Top 100 Supplier
Aisin Seiki Co Ltd.	Top 100 Suppliers
Alliant Energy (WP&L)	Utility Company
Alliant Energy Corp.	Affiliation of Erroll B. Davis, Jr.
Alliant Energy Resources, Inc.	Affiliation of Erroll B. Davis, Jr.
Allianz Global Investment	Largest 50 Bondholders
Allianz International in Germany	Affiliations of George M.C. Fisher Ph.D
American Cancer Society Research Foundation	Affiliations of Karen L. Katen
American Express Company	Affiliations of George M.C. Fisher Ph.D.
American Intl Group Inc.	Major Secured Lenders
Amg Svenska Ab	Entities in which GM owns an Equity Interest
Android Industries-Delta Township	Top 100 Suppliers
AT&T Corp.	Utility Companies, Affiliation of George M.C. Fisher Ph.D.
BEHR Dayton Thermal Products	Top 100 Unsecured Creditor
Brose International GmbH	Top 100 Suppliers
Cellco Partnership	Top 100 Unsecured Creditor
Citibank Korea Inc.	Counterparties to Major Contracts
Citibank NA-N Y	Major Secured Lenders
Citibank, N.A.	Indenture Trustee
Citibank, National Association (Las Vegas, NV)	Professionals Employed
Citicorp Securities Services Inc.	Largest 50 Bondholders
Citicorp USA, Inc.	Secured Creditor Other than Major Secured Lenders
Citigroup	Credit Revolver Secured Lender, Largest 50 Bondholders
Citigroup CIB	Professionals Employed
Citigroup Global Markets Inc	Underwriting Investment Banks for GM's securities
Citizens Gas & Coke Utility	Utility Company
Citizens Savings Bank	Major Secured Lender
Continental AG	Top 100 Suppliers
Cooper-Standard Holdings Inc.	Top 100 Suppliers

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Deloitte Touche Tohmatsu	Professionals Employed
Downtown Pontiac Development Company	Counterparties to Major Contracts
DTE Defiance LLC	Counterparty to Major Contracts, Utility Company
DTE Moraine LLC	Counterparty to Major Contracts, Utility Company
DTE Tonawanda LLC	Counterparty to Major Contracts, Utility Company
Duquesne Light Comp	Utility Company
Duquesne Light Energy	Utility Company
Eaton Vance Cdo IX Ltd	Major Secured Lenders
Eaton Vance Cdo VIII Ltd	Major Secured Lenders
Eaton Vance Cdo X PLC	Major Secured Lenders
Eaton Vance Fltg Rt Inc Tr	Major Secured Lenders
Eaton Vance Grayson & Co	Major Secured Lenders
Eaton Vance Instl Sr Ln Fd	Major Secured Lenders
Eaton Vance Loan Opp Fd Ltd	Major Secured Lenders
Eaton Vance Ltd Duration Inc F	Major Secured Lenders
Eaton Vance Medallion Floating	Major Secured Lenders
Eaton Vance Senior Inc Tr	Major Secured Lenders
Eaton Vance Sht Dur Div Inc Fd	Major Secured Lenders
Eaton Vance Sr Debt Pf	Major Secured Lenders
Eaton Vance Sr Debt Pf	Major Secured Lenders
Eaton Vance Sr Fltg Rt Tr	Major Secured Lenders
Eaton Vance Sr Inc Tr	Major Secured Lenders
Eaton Vance Vt Fltg Rt Inc Fd	Major Secured Lenders
Electronic Data Systems	Top 100 Unsecured Creditor
Exedy Corp.	Top 100 Suppliers
Fidelity Advr Sr I-Advr Hi In	Major Secured Lenders
Fidelity Advr Sr II-Advr Strt	Major Secured Lenders
Fidelity American Hi Yld Fd	Major Secured Lenders
Fidelity Ballyrock Clo II	Major Secured Lenders
Fidelity Ballyrock Clo III	Major Secured Lenders
Fidelity Cip LLC:Fid Fl Rate	Major Secured Lenders
Fidelity Management & Research Company	Top 25 Shareholders
Fidelity Puritan Tr-Puritan Fd	Major Secured Lenders
Fidelity Sch St Tr-Strt Inc Fd	Major Secured Lenders
Fidelity Summer St Tr-Cap & In	Major Secured Lenders
Fidelity Summer St-Cap & Inc F	Major Secured Lenders

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Fidelity Vip V Strt Inc Pf	Major Secured Lenders
Flex N Gate Battle Creek	Top 100 Unsecured Creditor
Ford Motor Co.	Strategic Alliance, Affiliation of Erroll B. Davis, Jr.
GE Capital	Affiliations of Kathryn V. Marinello
GE Capital Consumer Financial Services	Affiliations of Kathryn V. Marinello
GE Card Services	Affiliations of Kathryn V. Marinello
GE Commercial Finance	Affiliations of Kathryn V. Marinello
GE Corporate Financial Services	Secured Creditor Other than Major Secured Lenders
GE Fleet Services of GE Commercial Finance	Affiliations of Kathryn V. Marinello
GE Insurance Solutions	Affiliations of Kathryn V. Marinello
Gen Elec Cap Corp	Major Secured Lenders
General Electric Co.	Affiliations of Kathryn V. Marinello
Goldman Sachs Cr Parts LP	Major Secured Lenders
Goldman Sachs Group Inc.	Professionals Employed; Affiliations of John H. Bryan
Goldman Sachs Group Inc.	Professionals Employed
Goldman Sachs-Abs Loans 2007 L	Major Secured Lenders
Goldman, Sachs & Co.	Underwriting Investment Banks
Greenwich Capital Markets, Inc.	Underwriting Investment Banks
Grupo Antolin Irausa SA	Top 100 Suppliers
Hewlett Packard Canada Co	Top 100 Unsecured Creditors
Hitachi Data Systems Corporation	Affiliations of Eckhard Pfeiffer
Johnson Controls LP	Top 100 Unsecured Creditors
Johnson Controls Seating Systems, LLC	Additional Creditors
Mahle-Stiftung GmbH	Top 100 Suppliers
Merrill Lynch Cap Serv. Inc.	Term Loan Secured Lenders
Merrill Lynch Bank	Credit Revolver Secured Lenders
Merrill Lynch International Limited	Professionals Employed
Mitsubishi Electric	Top 100 Unsecured Creditors
Northwestern Investment Management Co.	Largest 50 Bondholders
Pfizer Foundation	Affiliations of Karen L. Katen
Pfizer Global Pharmaceuticals	Affiliations of Karen L. Katen
Pfizer Human Health	Affiliations of Karen L. Katen
Pfizer Ltd.	Affiliations of Karen L. Katen
Pfizer Pharmaceuticals Group	Affiliations of Karen L. Katen
PNC Leasing, LLC	Counterparties to Major Contracts
RBS	Major Secured Lender



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RiverSource Investments, LLC	Top 25 Shareholders
Sanluis Corporation SA De Cv	Top 100 Suppliers
Sara Lee Corp.	Affiliations of John H. Bryan
Sprint	Utility Company
State Street Bank and Trust Company of Connecticut National Association	Counterparties to Major Contracts, Top 25 Shareholders
State Street Global Advisors (US)	Current Significant Shareholders (top 5%)
Sumitomo Electric Wiring Systems	Additional Creditors
Suntrust Leasing Corporation	Counterparty to Major Contracts
Superior Industries Intl	
Tenneco Inc.	Top 100 Suppliers
Textron Inc.	Top 100 Supplier
Toyota Industries Corp.	Top 100 Suppliers
Toyota Motor Corporation	Counterparty to Major Contracts
U.S. Bank Card Services, a wholly owned subsidiary of U.S. Bank	Affiliation of Kathryn V. Marinello
U.S. Bank Trust National Association	Counterparty to Major Contracts
UBS AG London	Largest 50 Bondholders
UBS Global Asset Management (US) Inc.	Largest 50 Bondholders
Van Rob Stampings Inc EFT	Top 100 Unsecured Creditors
Verizon Business	Utility Company